

**EXHIBIT A**

**Proposed Form of Order**

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK

	)	
In re	)	Chapter 11
	)	
PERSONAL COMMUNICATIONS	)	Case No. 13-74303 (AST)
DEVICES, LLC, <i>et al.</i> , <sup>1</sup>	)	13-74304
	)	
Debtors.	)	(Jointly Administered)
	)	

**ORDER AUTHORIZING CERTAIN PAYMENTS FROM  
PROCEEDS OF SALE FOR INCENTIVE COMPENSATION TO GEORGE APPLING  
UNDER INCENTIVE PLAN AGREEMENT PURSUANT TO 11 U.S.C. §§ 105, 363  
AND 503 AND RULE 9019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of the Debtors for entry of an order authorizing certain payments from proceeds of sale for incentive compensation to George Appling under the Incentive Agreement pursuant to 11 U.S.C. §§ 105, 363 and 503 and Rule 9019 of the Federal Rules of Bankruptcy Procedure; and jurisdiction existing for the Court to consider the motion; and after due deliberation thereon; and the Court having found that good and sufficient cause exists for granting the Motion; and upon consideration of the First Day Declaration; and upon the files and records in these cases; and upon the arguments and statements in support of the Motion presented in the Motion and at the hearing before the Court; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties-in-interest; and it appearing that notice of the Motion was adequate

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four (4) digits of each Debtor’s federal tax identification number, are: Personal Communications Devices, LLC, a Delaware limited liability company (4171) and Personal Communications Devices Holdings, LLC, a Delaware limited liability company (4096). The Debtors’ mailing address is 80 Arkay Drive, Hauppauge, Suffolk County, NY 11788.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

and proper under the circumstances of these cases and that no further or other notice need be given; it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to Bankruptcy Code sections 363, 503(c)(3) and 105(a), the following payments made or to be made to George Appling hereby are approved:

<u>Amount</u>	<u>Source</u>	<u>When Due</u>
\$500,000	Letter of Credit collateralized by the Debtors prepetition	At Closing
\$100,000	Quality One	Within 90 Days of Closing
\$800,000	Quality One	Within 150 Days of Closing
up to \$1,300,000	PineBridge	Appling to receive "Pro Rata Amount" as PineBridge receives payment on the PineBridge Notes and Security Agreements (as such terms are defined in the Sale Order)
Total: (up to) \$2,700,000		

;and it is further

ORDERED that the authorization granted hereunder to make payments to Mr. Appling under the Incentive Agreement shall not create any obligation on the part of the Debtors or their officers, directors, attorneys or agents to make such payments, and none of the foregoing shall have any liability on account of any decision by the Debtors not to honor the Incentive Agreement; and it is further

ORDERED, that upon receipt of the foregoing funds, Mr. Appling shall be deemed to have forever released and discharged the Debtors from any and all liability arising from or relating to the Incentive Agreement; and it is further

ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order; and it is further

ORDERED that this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: \_\_\_\_\_, 2013  
Central Islip, New York

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United States Bankruptcy Judge